

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ROSENBAUM CAPITAL, LLC, on behalf
of itself and all others similarly situated,

Plaintiff,

v,

BOSTON COMMUNICATIONS GROUP,
INC., KAREN A. WALKER and EDWARD
Y. SNOWDEN,

Defendants.

C.A. No. 05-11165-WGY

**STIPULATION AND [PROPOSED] ORDER REGARDING
COMPLAINT AND RESPONSIVE PLEADING**

The parties hereto hereby agree and stipulate as follows:

1. This action is brought on behalf of a putative class of shareholders of Boston Communications Group, Inc. who purchased common securities from November 15, 2000 to May 20, 2005, inclusive. The plaintiff alleges violations of §§ 10(b) and 20(a) of the Securities Exchange Act of 1934, and SEC Rule 10b-5 promulgated pursuant to Section 10(b).
2. This action is subject to the Private Securities Litigation Reform Act ("PSLRA"), Pub. L. No. 104-67, 109 Stat. 737 as amended, codified in part as § 21D of the Exchange Act, 15 U.S.C., § 78u-4 (a)(3)(A).
3. Section 21D of the Exchange Act provides that a party seeking to be appointed as lead plaintiff in a class action brought under the Exchange Act must move to be

appointed as lead plaintiff no later than 60 days after notice is given in a widely circulated national business-oriented publication or wire service that a complaint subject to the PSLRA has been filed. 15 U.S.C., § 78u-4(a)(3)(A). Subject to approval of the Court, lead plaintiff chosen by the Court may choose lead counsel. 15 U.S.C. § 78u-4(a)(3)(B).

4. Section 21D also provides that the Court shall defer ruling on motions for appointment of lead plaintiff and lead counsel until after ruling on any motion to consolidate related cases. In the event that any related additional related cases are filed, the parties anticipate that there will be a motion to consolidate them.
5. The parties expect that lead counsel chosen by the Court will choose to file an amended consolidated complaint applicable to this action and any consolidated actions.
6. The defendants need not respond to the pending complaint in this action.
7. Within 10 days after the appointment by the Court of a lead plaintiff and lead plaintiffs' counsel pursuant to the PSLRA, the parties shall submit to the Court a proposed schedule for at least the following events: the filing of a consolidated, amended complaint, if appropriate; defendants' response to the complaint; plaintiff's opposition to defendants' motion(s) to dismiss, if any; and defendants' reply in support of any such motion (s) to dismiss.
8. Counsel for defendants will accept service for any of the defendants on whom service has not been perfected pursuant to Fed. R. Civ. P. 4.

/s/ David Pastor

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Defendants' Counsel

Dated: June 30, 2005

APPROVED BY THE COURT on _____, 2005

UNITED STATES DISTRICT COURT JUDGE